FORM ADV

UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION AND REPORT BY EXEMPT REPORTING ADVISERS

Prin	mary Business Name: GSR VENT	TURES ADVISORS, LLC		CRD Number: 308889
۱nn	nual Amendment - All Sections			Rev. 10/2021
3/2	8/2023 8:10:32 PM			
WA	•	•	•	of your application, revocation of your registration, or criminal e Form ADV General Instruction 4.
ter	m 1 Identifying Information			
	•	•	-	ontact you. If you are filing an <i>umbrella registration</i> , the des information to assist you with filing an <i>umbrella registration</i> .
Α.	Your full legal name (if you are GSR VENTURES ADVISORS, L		st, first, and middle names):	
B.	(1) Name under which you prim GSR VENTURES ADVISORS, L	•	ry business, if different from Item	1.A.
	List on Section 1.B. of Schedule	D any additional names un	nder which you conduct your adviso	ory business.
	(2) If you are using this Form A	DV to register more than	one investment adviser under ar	umbrella registration, check this box 🗖
	If you check this box, complete a	Schedule R for each relyir	ng adviser.	
C.	If this filing is reporting a chang name change is of your legal name or your product of your product.		m 1.A.) or primary business name	e (Item 1.B.(1)), enter the new name and specify whether the
D.	•	an <i>exempt reporting advis</i>	adviser, your SEC file number: er, your SEC file number: 802-11 assigned by the SEC ("CIK Numbe No Information Filed	
E.	(1) If you have a number ("CRD	Number") assigned by the	ne <i>FINRA's CRD</i> system or by the	IARD system, your <i>CRD</i> number: 308889
	If your firm does not have a CRD	number, skip this Item 1.	E. Do not provide the CRD number	of one of your officers, employees, or affiliates.
	(2) If you have additional <i>CRD</i> N	Numbers, your additional	CRD numbers: No Information Filed	
F.	Principal Office and Place of Busi	2055		
	(1) Address (do not use a P.O. Number and Street 1: 1300 EL CAMINO REAL City: MENLO PARK		Number and Street 2: SUITE 100 Country: United States	ZIP+4/Postal Code: 94025
	If this address is a private		_	94025
	List on Section 1.F. of Scheo you are applying for registra which you are applying for re if you are reporting to the So most recently completed fisc	dule D any office, other than ation, or are registered, who egistration or with whom y EC as an exempt reporting cal year. The mally conduct business at	n your principal office and place of th one or more state securities aut ou are registered. If you are apply	business, at which you conduct investment advisory business. If horities, you must list all of your offices in the state or states to ing for SEC registration, if you are registered only with the SEC, or e offices in terms of numbers of employees as of the end of your business:
	Normal business hours at t 9 AM - 5 PM	his location:		

(5) What is the total number of offices, other than your principal office and place of business, at which you conduct investment advisory business as of

(3) Telephone number at this location:

(4) Facsimile number at this location, if any:

the end of your most recently completed fiscal year?

650-331-7300

If yes, what is the approximate amount of your assets:

5 \$1 billion to less than \$10 billion

	C \$50 billion or more
	For purposes of Item 1.O. only, "assets" refers to your total assets, rather than the assets you manage on behalf of clients. Determine your total assets using the total assets shown on the balance sheet for your most recent fiscal year end.
Ρ.	Provide your Legal Entity Identifier if you have one:
	A legal entity identifier is a unique number that companies use to identify each other in the financial marketplace. You may not have a legal entity identifier.
SEC	TION 1.B. Other Business Names
	No Information Filed
SEC	TION 1.F. Other Offices
	No Information Filed
SEC	TION 1.I. Website Addresses
lin	st your website addresses, including addresses for accounts on publicly available social media platforms where you control the content (including, but not nited to, Twitter, Facebook and/or LinkedIn). You must complete a separate Schedule D Section 1.I. for each website or account on a publicly available cial media platform.
Ac	dress of Website/Account on Publicly Available Social Media Platform: http://www.gsrventures.com/us/
SEC	TION 1.L. Location of Books and Records
	No Information Filed
SE(TION 1.M. Registration with Foreign Financial Regulatory Authorities
SEC	
	No Information Filed
	m 2 SEC Registration/Reporting C Reporting by Exempt Reporting Advisers
В .	Complete this Item 2.B. only if you are reporting to the SEC as an exempt reporting adviser. Check all that apply. You:
	(1) qualify for the exemption from registration as an adviser solely to one or more venture capital funds, as defined in rule 203(l)-1;
	qualify for the exemption from registration because you act solely as an adviser to <i>private funds</i> and have assets under management, as defined in rule 203(m)-1, in the United States of less than \$150 million;
	(3) act solely as an adviser to <i>private funds</i> but you are no longer eligible to check box 2.B.(2) because you have assets under management, as defined in rule 203(m)-1, in the United States of \$150 million or more.
	If you check box (2) or (3), complete Section 2.B. of Schedule D.
Sta	ate Securities Authority Notice Filings and State Reporting by Exempt Reporting Advisers
C.	Under state laws, SEC-registered advisers may be required to provide to <i>state securities authorities</i> a copy of the Form ADV and any amendments they file with the SEC. These are called <i>notice filings</i> . In addition, <i>exempt reporting advisers</i> may be required to provide <i>state securities authorities</i> with a copy of reports and any amendments they file with the SEC. If this is an initial application or report, check the box(es) next to the state(s) that you would like to receive notice of this and all subsequent filings or reports you submit to the SEC. If this is an amendment to direct your <i>notice filings</i> or reports to additional state(s), check the box(es) next to the state(s) that you would like to receive notice of this and all subsequent filings or reports you submit to the SEC. If this is an amendment to your registration to stop your <i>notice filings</i> or reports from going to state(s) that currently receive them, uncheck the box(es) next to those state(s).

 $_{
m C}$ \$10 billion to less than \$50 billion

Jurisdictions

□ AL	- IL	□ NE	□ sc						
□ AK	□ IN	□ NV	□ SD						
□ AZ	□ IA	□ NH	□ TN						
□ AR	□ KS	□ NJ	□ TX						
☑ CA	□ KY	□ NM	□ UT						
□ co	□ LA	□ NY	□ VT						
СТ	□ ME	□ NC	□ VI						
DE DE	□ MD	□ ND	□ VA						
□ DC	∥ □ MA	ОН	□ wa						
☐ FL	∥ ⊑ мі	□ ок	□ wv						
☐ GA	□ MN	OR	□ wi						
GU	□ MS	PA	□ wy						
□ н	□ мо	□ PR							
□ ID	□ мт	□ RI							
If you are amending your registration to stop your notice filings or reports from going to a state that currently receives them and you do not want to pay that state's notice filing or report filing fee for the coming year, your amendment must be filed before the end of the year (December 31). SECTION 2.B. Private Fund Assets If you check Item 2.B.(2) or (3), what is the amount of the private fund assets that you manage? \$ NOTE: "Private fund assets" has the same meaning here as it has under rule 203(m)-1. If you are an investment adviser with its principal office and place of									
business outside the United States only inc	clude <i>private fund</i> assets that you mai	nage at a place of business in the Unite	a States.						
Item 3 Form of Organization If you are filing an <i>umbrella registration</i> , the	information in Itam 2 should be provi	ided for the filing advicer only							
A. How are you organized?	illiormation in rtem 3 should be prov	ided for the <i>filling adviser</i> only.							
Corporation									
Sole Proprietorship									
C Limited Liability Partnership (LLP)									
O Partnership									
Limited Liability Company (LLC)									
C Limited Partnership (LP)									
Other (specify):									
	is Itam and Dort 14 Instruction 4								
If you are changing your response to th	iis Item, see Part TA mstruction 4.								
B. In what month does your fiscal year e DECEMBER	end each year?								
C. Under the laws of what state or count	try are you organized?								
State Country									
Delaware United States									
If you are a partnership, provide the na- name of the state or country where you	_	e laws your partnership was formed. If yo	u are a sole proprietor, provide the						
If you are changing your response to th	nis Item, see Part 1A Instruction 4.								
Item 6 Other Business Activities									
In this Item, we request information about	your firm's other business activities.								
A. You are actively engaged in business as a (check all that apply): [(1) broker-dealer (registered or unregistered) [(2) registered representative of a broker-dealer [(3) commodity pool operator or commodity trading advisor (whether registered or exempt from registration) [(4) futures commission merchant [(5) real estate broker, dealer, or agent									

	10000000	insurance broker or agent bank (including a separately identifiable department or division of a bank) trust company registered municipal advisor registered security-based swap dealer major security-based swap participant accountant or accounting firm lawyer or law firm other financial product salesperson (specify):	
	If y	ngage in other business using a name that is different from the names reported in Items 1.A. or 1.B.(1), complete Section 6.A. of Schedule D.	
B.	(1)	Yes e you actively engaged in any other business not listed in Item 6.A. (other than giving investment advice)?	No ⊙
	(2)		0
		"yes," describe this other business on Section 6.B.(2) of Schedule D, and if you engage in this business under a different name, provide that name.	
		Yes	No
	(3)	you sell products or provide services other than investment advice to your advisory <i>clients</i> ?	•
		"yes," describe this other business on Section 6.B.(3) of Schedule D, and if you engage in this business under a different name, provide that name.	
SE	CTION	a. Names of Your Other Businesses	
		No Information Filed	
SE	CTION	3.(2) Description of Primary Business	
D€	escribe	r primary business (not your investment advisory business):	
lf	you e	e in that business under a different name, provide that name:	
		B.(3) Description of Other Products and Services er products or services you sell to your client. You may omit products and services that you listed in Section 6.B.(2) above.	
IT	you e	e in that business under a different name, provide that name:	
Ite	m 7 F	cial Industry Affiliations	
		we request information about your financial industry affiliations and activities. This information identifies areas in which conflicts of interest may be you and your clients.	ay
A.	adv	t of Item 7 requires you to provide information about you and your <i>related persons</i> , including foreign affiliates. Your <i>related persons</i> are all of your <i>affiliates</i> and any <i>person</i> that is under common <i>control</i> with you.	our
	You	e a <i>related person</i> that is a (check all that apply): broker-dealer, municipal securities dealer, or government securities broker or dealer (registered or unregistered) other investment adviser (including financial planners) registered municipal advisor	
		registered municipal advisor registered security-based swap dealer major security-based swap participant commodity pool operator or commodity trading advisor (whether registered or exempt from registration)	
		futures commission merchant banking or thrift institution trust company	
) accountant or accounting firm) lawyer or law firm	
) insurance company or agency) pension consultant	
) real estate broker or dealer) sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles	
	V) sponsor, general partner, managing member (or equivalent) of pooled investment vehicles	
	bro	at Item 7.A. should not be used to disclose that some of your employees perform investment advisory functions or are registered representatives of dealer. The number of your firm's employees who perform investment advisory functions should be disclosed under Item 5.B.(1). The number of you mployees who are registered representatives of a broker-dealer should be disclosed under Item 5.B.(2).	

Note that if you are filing an umbrella registration, you should not check Item 7.A.(2) with respect to your relying advisers, and you do not have to complete

Section 7.A. in Schedule D for your relying advisers. You should complete a Schedule R for each relying adviser.

For each related person, including foreign affiliates that may not be registered or required to be registered in the United States, complete Section 7.A. of Schedule D.

You do not need to complete Section 7.A. of Schedule D for any related person if: (1) you have no business dealings with the related person in connection with advisory services you provide to your clients; (2) you do not conduct shared operations with the related person; (3) you do not refer clients or business to the related person, and the related person does not refer prospective clients or business to you; (4) you do not share supervised persons or premises with the related person; and (5) you have no reason to believe that your relationship with the related person otherwise creates a conflict of interest with your clients.

You must complete Section 7.A. of Schedule D for each related person acting as qualified custodian in connection with advisory services you provide to your clients (other than any mutual fund transfer agent pursuant to rule 206(4)-2(b)(1)), regardless of whether you have determined the related person to be operationally independent under rule 206(4)-2 of the Advisers Act.

	operationally independent under rule 200(1) 2 of the havisers het.			
SEC	CTION 7.A. Financial Industry Affiliations			
Cor	emplete a separate Schedule D Section 7.A. for each related person I	listed in Item 7.A.		
1.	Legal Name of <i>Related Person</i> : GSR PARTNERS VII (AIV), L.P.			
2.	Primary Business Name of <i>Related Person</i> : GSR PARTNERS VII (AIV), L.P.			
3.	Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802	2-)		
	or Other			
4.	Related Person's (a) CRD Number (if any):			
	(b) CIK Number(s) (if any):	No Information	ı Filed	
5.	Related Person is: (check all that apply) (a) □ broker-dealer, municipal securities dealer, or government other investment adviser (including financial planners) (c) □ registered municipal advisor (d) □ registered security-based swap dealer (e) □ major security-based swap participant (f) □ commodity pool operator or commodity trading advisor (g) □ futures commission merchant (h) □ banking or thrift institution (i) □ trust company (j) □ accountant or accounting firm (k) □ lawyer or law firm (l) □ insurance company or agency (m) □ pension consultant (n) □ real estate broker or dealer (o) □ sponsor or syndicator of limited partnerships (or equival sponsor, general partner, managing member (or equival sponsor)	(whether registered	d or exempt from registration) oled investment vehicles estment vehicles	Yes N
6.	Do you control or are you controlled by the related person?			0 6
7.	Are you and the related person under common control?			© (
8.	(a) Does the <i>related person</i> act as a qualified custodian for your	clients in connection	on with advisory services you provide to clients?	0 0
	(b) If you are registering or registered with the SEC and you had presumption that you are not operationally independent (pu to obtain a surprise examination for your <i>clients'</i> funds or se	rsuant to rule 206(4)-2(d)(5)) from the <i>related person</i> and thus are not required	0 0
	(c) If you have answered "yes" to question 8.(a) above, provide Number and Street 1: City: State:	e the location of the Number and St Country:	e <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> atreet 2: ZIP+4/Postal Code:	assets
	If this address is a private residence, check this box: \Box	-		Yes N
9.	(a) If the related person is an investment adviser, is it exempt from	om registration?		⊙ (

	(b)	If the answer is yes, under what exemption? VENTURE CAPITAL FUND EXEMPTION		
10.	(a)	Is the related person registered with a foreign financial regulatory authority?	0	•
	(b)	If the answer is yes, list the name and country, in English of each <i>foreign financial regulatory authority</i> with which the <i>related person</i> is register. No Information Filed		~
11.	Do y	ou and the related person share any supervised persons?	•	0
12.	Do y	ou and the <i>related person</i> share the same physical location?	•	0
	_	I Name of <i>Related Person</i> : PARTNERS VIII (AIV), L.P.		
2.		ary Business Name of <i>Related Person</i> : PARTNERS VIII (AIV), L.P.		
3.	Rela	ted Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or Othe	ır		
4.		ted Person's CRD Number (if any):		
	(b)	CIK Number(s) (if any):		
		No Information Filed		
	(a) (b) (c) (d) (e) (f) (g) (h) (i) (j) (k) (l) (n) (o) (p)	 □ other investment adviser (including financial planners) □ registered municipal advisor □ registered security-based swap dealer □ major security-based swap participant □ commodity pool operator or commodity trading advisor (whether registered or exempt from registration) □ futures commission merchant □ banking or thrift institution □ trust company □ accountant or accounting firm □ lawyer or law firm □ insurance company or agency □ pension consultant □ real estate broker or dealer □ sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles ▼ sponsor, general partner, managing member (or equivalent) of pooled investment vehicles 	Yes C	
		you and the <i>related person</i> under common <i>control</i> ?	•	
			***	v
8.	(a) (b)	Does the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory services you provide to <i>clients</i> ? If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients'</i> funds or securities that are maintained at the <i>related person</i> ?	0	_
	(c)	If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> Number and Street 1: City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box:		
2	(2)		Yes	
9.		If the <i>related person</i> is an investment adviser, is it exempt from registration? If the answer is yes, under what exemption? VENTURE CAPITAL FUND EXEMPTION	⊙	0
10.		Is the <i>related person</i> registered with a <i>foreign financial regulatory authority</i> ? If the answer is yes, list the name and country, in English of each <i>foreign financial regulatory authority</i> with which the <i>related person</i> is register		•
	. /	J. J		

	No Information Filed		
1. C	o you and the <i>related person</i> share any <i>supervised persons</i> ?	•	
) Г	o you and the <i>related person</i> share the same physical location?	_	
	e you and the related person share the same physical location.		
m	7 Private Fund Reporting		
		Ye	,
Ar	e you an adviser to any <i>private fund</i> ?	•	
sei rej 7. E	lyes," then for each private fund that you advise, you must complete a Section 7.B.(1) of Schedule D, except in certain circumstances described in Intence and in Instruction 6 of the Instructions to Part 1A. If you are registered or applying for registration with the SEC or reporting as an SEC exporting adviser, and another SEC-registered adviser or SEC exempt reporting adviser reports this information with respect to any such private fund (1.9) of Schedule D of its Form ADV (e.g., if you are a subadviser), do not complete Section 7.B.(1) of Schedule D with respect to that private fund tead, complete Section 7.B.(2) of Schedule D.	kempt d in Section	r
CO	either case, if you seek to preserve the anonymity of a private fund client by maintaining its identity in your books and records in numerical or al _l de, or similar designation, pursuant to rule 204-2(d), you may identify the private fund in Section 7.B.(1) or 7.B.(2) of Schedule D using the same signation in place of the fund's name.		
СТІ	ON 7.B.(1) Private Fund Reporting		
	Funds per Page: 15 Total Funds: 5		
۱. P	RIVATE FUND		
nfo	rmation About the <i>Private Fund</i>		
1.	(a) Name of the private fund:		
١.	GSR MDBL SPV, L.P.		
	(b) Private fund identification number:		
	(include the "805-" prefix also)		
	805-9687364030		
2.	Under the laws of what state or country is the <i>private fund</i> organized:		
	State: Country:		
	Delaware United States		
3.	(a) Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):		
	Name of General Partner, Manager, Trustee, or Director		
	GSR PARTNERS MDBL SPV, LLC		-
	(b) If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.		
	No Information Filed		-
4.	The <i>private fund</i> (check all that apply; you must check at least one):		
т.	(1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940)	
	(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940		
5.	List the name and country, in English, of each <i>foreign financial regulatory authority</i> with which the <i>private fund</i> is registered. No Information Filed		_
	No Illioittation rileu	Yes I	_
5.	(a) Is this a "master fund" in a master-feeder arrangement?	O O	
	(b) If yes, what is the name and <i>private fund</i> identification number (if any) of the feeder funds investing in this <i>private fund</i> ?		9
	No Information Filed		_
		_	
	(c) Is this a "fooder fund" in a master feeder arrangement?	Yes I	
	(c) Is this a "feeder fund" in a master-feeder arrangement?	0)

	(d) If yes, what is the name and <i>private fund</i> identification number (if any) of the master fund in which this <i>private fund</i> invests? Name of <i>private fund</i> :		
	Private fund identification number: (include the "805-" prefix also)		
	NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7 for the master-feeder arrangement or reporting on the funds separately.	.B.(1	1)
7.	If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for a the feeder funds answer the following questions:	each	ı of
	No Information Filed		
	NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all cassets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it is multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.		
		Yes	No
8.	(a) Is this <i>private fund</i> a "fund of funds"? NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment	0	•
	vehicles, regardless of whether they are also <i>private funds</i> or registered investment companies. (b) If yes, does the <i>private fund</i> invest in funds managed by you or by a <i>related person</i> ?	_	_
	(a) It your doos the private rand invest in rands managed by you of by a rolated person.	0	0
		Yes	No
9.	During your last fiscal year, did the <i>private fund</i> invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?	0	•
10.	What type of fund is the <i>private fund</i> ?		
	O hedge fund O liquidity fund O private equity fund O real estate fund O securitized asset fund O venture capital fund O Other private	; fun	d:
	NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.		
11.	Current gross asset value of the <i>private fund</i> : \$ 97,020,984		
<u>Ow</u>	vnership		
12.	Minimum investment commitment required of an investor in the <i>private fund</i> : \$ 0		
	NOTE: Report the amount routinely required of investors who are not your <i>related persons</i> (even if different from the amount set forth in the organizational documents of the fund).		
13.	Approximate number of the <i>private fund's</i> beneficial owners: 50		
14.	What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> : 0%		
15.	(a) What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds: 42%		
	(b) If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940, are sales of the fund limited to <i>qualified clients</i> ?	Yes O	No O
16.	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> : 36%		

the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the private fund. If the answer estion 17.(a) is "no," leave this question blank. No Information Filed No Information Filed any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the private fund? the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the private fund. If the question 18.(a) is "no," leave this question blank. No Information Filed ur clients solicited to invest in the private fund? For purposes of this question, do not consider feeder funds of the private fund? Identity what percentage of your clients has invested in the private fund? Identity what percentage of your clients has invested in the private fund? Identity fund ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933? Provide the private fund's Form D file number (if any): D file number 10048 PROVIDERS	Yes answ Yes	s No
any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the private fund? the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the private fund. If the question 18.(a) is "no," leave this question blank. No Information Filed ur clients solicited to invest in the private fund? For purposes of this question, do not consider feeder funds of the private fund. stimately what percentage of your clients has invested in the private fund? fering the private fund ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933? provide the private fund's Form D file number (if any): D file number 10048	Yes O	wer s No
the answer to question 18. (a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>private fund</i> . If the question 18. (a) is "no," leave this question blank. No Information Filed ur clients solicited to invest in the <i>private fund</i> ? For purposes of this question, do not consider feeder funds of the private fund. kimately what percentage of your clients has invested in the <i>private fund</i> ? fering the private fund ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933? provide the private fund's Form D file number (if any): D file number 10048	Yes O	wer s No
the answer to question 18. (a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>private fund</i> . If the question 18. (a) is "no," leave this question blank. No Information Filed ur clients solicited to invest in the <i>private fund</i> ? For purposes of this question, do not consider feeder funds of the private fund. kimately what percentage of your clients has invested in the <i>private fund</i> ? fering the private fund ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933? provide the private fund's Form D file number (if any): D file number 10048	Yes O	s No
No Information Filed In clients solicited to invest in the private fund? For purposes of this question, do not consider feeder funds of the private fund. It is a private fund ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933? Provide the private fund's Form D file number (If any): D file number 10048	Ye: Ye:	s No
ur clients solicited to invest in the private fund? For purposes of this question, do not consider feeder funds of the private fund. Itimately what percentage of your clients has invested in the private fund? Fering The private fund ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933? The provide the private fund's Form D file number (if any): D file number 10048	Ye:	s No
For purposes of this question, do not consider feeder funds of the private fund. Itimately what percentage of your clients has invested in the private fund? Fering The private fund ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933? The provide the private fund's Form D file number (if any): D file number 10048	Ye:	s No
For purposes of this question, do not consider feeder funds of the private fund. Itimately what percentage of your clients has invested in the private fund? Fering The private fund ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933? The provide the private fund's Form D file number (if any): D file number 10048	Yes	s No
fering e private fund ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933? provide the private fund's Form D file number (if any): D file number 10048	•	_
fering e private fund ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933? provide the private fund's Form D file number (if any): D file number 10048	•	_
e <i>private fund</i> ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933? provide the <i>private fund's</i> Form D file number (if any): D file number 10048	•	_
provide the <i>private fund's</i> Form D file number (if any): D file number 10048	•	_
D file number 10048	Ye	
10048	Ye	
	Ye	
PROVIDERS	Ye	
Are the <i>private fund's</i> financial statements subject to an annual audit? Output District the answer to question 23 (a)(1) is "yes" are the financial statements prepared in accordance with U.S. GAAP?	0	0
) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?		
the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditin u must complete questions (b) through (f) separately for each auditing firm.	g firr	n,
dditional Auditor Information : 1 Record(s) Filed.		
If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one audifirm, you must complete questions (b) through (f) separately for each auditing firm.	ting	
(b) Name of the auditing firm: ERNST & YOUNG LLP		
(c) The location of the auditing firm's office responsible for the <i>private fund's</i> audit (city, state and country):		
City: State: Country:		
SAN FRANCISCO California United States		
		No C
(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?	•	0
If yes, Public Company Accounting Oversight Board-Assigned Number: 42		
(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules?	•	0
o the private fund's audited financial statements for the most recently consulated financial year distributed to the private for the	_	s No
e the <i>private fund's</i> audited financial statements for the most recently completed fiscal year distributed to the <i>private fund's</i> vestors?	•	0
	he answer to question 23. (a) (1) is "yes," respond to questions (b) through (h) below. If the private fund uses more than one auditing in must complete questions (b) through (f) separately for each auditing firm. Iditional Auditor Information: 1 Record(s) Filed. If the answer to question 23. (a) (1) is "yes," respond to questions (b) through (h) below. If the private fund uses more than one auditing, you must complete questions (b) through (f) separately for each auditing firm. By Name of the auditing firm: ERNST & YOUNG LLP Contry: City: State: Country: SAN FRANCISCO California United States If yes, Public Company Accounting Oversight Board-Assigned Number: 42 If yes, Public Company Accounting Oversight Board-Assigned Number: 42 If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules?	he answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the private fund uses more than one auditing firm unst complete questions (b) through (f) separately for each auditing firm. Iditional Auditor Information: 1 Record(s) Filed. If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm. In additional Auditor Information: 1 Record(s) Filed. If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm. If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the private fund uses more than one auditing firm, you must complete fund uses more than one auditing firm, you will be auditing firm. If the private fund uses more than one auditing firm subject to reach auditing firm. If the private fund uses more than one auditing firm subject to regular inspection by the Public County (c) the private fund uses more than one auditing firm. If the private fund uses more than one auditing firm auditing firm uses more than one auditing firm. If the private fund uses more than one auditing firm uses more than one auditing firm. If the private fund uses more than one auditing firm uses more than one auditing firm. If the private fund uses more than one auditing firm uses more than one auditing firm. If the private fund uses more than one auditing firm uses more than one auditing firm. If the private fund uses more than one auditing firm uses more than one auditing firm. If the private fund uses more than one auditing firm uses more than one auditing firm. If the private fund uses more than one auditing firm. If the private fund uses more than one auditing firm. If the private fund uses more than one auditing firm. If the

				Yes
Doe	es the <i>private fund</i> use one or more prin	me brokers?		0
			e) below for each prime broker the <i>private fund</i> ugh (e) separately for each prime broker.	uses. If the <i>private</i>
		No Information	Filed	
ian				
				Yes
If th	,	respond to questions (b) through (bove) to hold some or all of its assets? g) below for each custodian the <i>private fund</i> use separately for each custodian.	o es. If the <i>private fu</i>
Add	ditional Custodian Information : 1 Re	cord(s) Filed.		
	the answer to question 25.(a) is "yes, and uses more than one custodian, you		g) below for each custodian the <i>private fund</i> ugh (g) separately for each custodian.	ses. If the <i>private</i>
(b	b) Legal name of custodian: MERRILL LYNCH			
(c)) Primary business name of custodian MERRILL LYNCH	:		
(d	City:	State:	ate fund's assets (city, state and country): Country:	
	SAN FRANCISCO	California	United States	Yes No
(e	e) Is the custodian a related person of	your firm?		0 0
(f)) If the custodian is a broker-dealer, μ	provide its SEC registration number	(if any):	
	CRD Number (if any):			
(g	g) If the custodian is not a broker-deal identifier (if any)	er, or is a broker-dealer but does ı	ot have an SEC registration number, provide it	s legal entity
strato	<u>or</u>			Yes
	es the <i>private fund</i> use an administrator	· ·		•
	ne answer to question 26.(a) is "yes," i st complete questions (b) through (f) s) below. If the <i>private fund</i> uses more than one	administrator, yo
Add	ditional Administrator Information :	1 Record(s) Filed.		
	the answer to question 26.(a) is "yes, dministrator, you must complete quest		(f) below. If the <i>private fund</i> uses more than o ach administrator.	ne
(b	o) Name of administrator: STANDISH MANAGEMENT			
(c)) Location of administrator (city, state	and country):		
(0	() ,	⋄ .		

• Yes • No • Report Not Yet Received

		Yes	s No	
		(d) Is the administrator a related person of your firm?	•	
		(e) Does the administrator prepare and send investor account statements to the <i>private fund's</i> investors? Or Yes (provided to all investors) Or Some (provided to some but not all investors) Or No (provided to no investors)		
		(f) If the answer to question 26.(e) is "no" or "some," who sends the investor account statements to the (rest of the) private fund's investors? If investor account statements are not sent to the (rest of the) private fund's investors, respond "not applicable."		
27.	your	ing your last fiscal year, what percentage of the <i>private fund's</i> assets (by value) was valued by a <i>person</i> , such as an administrator, that i r <i>related person</i> ?	s not	
	relev	ude only those assets where (i) such <i>person</i> carried out the valuation procedure established for that asset, if any, including obtaining an vant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (includ cations) was the valuation determined by such <i>person</i> .	-	
Ma	rkete	<u>ers</u>		
20	(0)	Does the private funduce the convices of company other than you or your ampleyees for marketing purposes?	Yes	
28.		Does the <i>private fund</i> use the services of someone other than you or your <i>employees</i> for marketing purposes? You must answer "yes" whether the <i>person</i> acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor	O or	•
		similar <i>person</i> . If the answer to question 28.(a) is "yes," respond to questions (b) through (g) below for each such marketer the <i>private</i> uses. If the <i>private fund</i> uses more than one marketer you must complete questions (b) through (g) separately for each marketer.		
		No Information Filed		
		No momation riled		
A. P	RIVAT	TE FUND		
6		dan Abantaba Dubata Famil		
Inic	ormati	cion About the <i>Private Fund</i>		
1.	(a)	Name of the private fund:		
		GSR PRINCIPALS FUND VII (AIV), L.P.		
	` ,	Private fund identification number: (include the "805-" prefix also)		
		805-7688379171		
2.	Unde	er the laws of what state or country is the <i>private fund</i> organized:		
۷.		State: Country:		
		Delaware United States		
3.	(a)	Name(s) of General Partner, Manager, Trustee, or Directors (or <i>persons</i> serving in a similar capacity):		
J.		me of General Partner, Manager, Trustee, or Director		
		R PARTNERS VII (AIV), LLC		
	(b)	If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.		
		No Information Filed		
4.	The	private fund (check all that apply; you must check at least one):		
		(1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940		
	V	(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940		
5	List	the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.		
J.	LIST	No Information Filed		
			Yes	No
6.	(a)	Is this a "master fund" in a master-feeder arrangement?	0	•
	(b)	If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?		

California

United States

SAN FRANCISCO

	No Information Filed		
		Yes	No
	(c) Is this a "feeder fund" in a master-feeder arrangement?	0	•
	(d) If yes, what is the name and <i>private fund</i> identification number (if any) of the master fund in which this <i>private fund</i> invests? Name of <i>private fund</i> :		~
	Private fund identification number: (include the "805-" prefix also)		
	NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section for the master-feeder arrangement or reporting on the funds separately.	⊦7.B.(1)
7.	If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for the feeder funds answer the following questions:	or eact	h of
	No Information Filed		
	NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.		
-		Yes	No
8.	(a) Is this private fund a "fund of funds"? NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investmen	nt O	•
	vehicles, regardless of whether they are also <i>private funds</i> or registered investment companies.		
	(b) If yes, does the private fund invest in funds managed by you or by a related person?	0	0
		Yes	No
9.	During your last fiscal year, did the <i>private fund</i> invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?		•
10.	What type of fund is the <i>private fund</i> ?		
	C hedge fund C liquidity fund C private equity fund C real estate fund C securitized asset fund venture capital fund C Other private	ate fur	nd:
	NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.		
11.	Current gross asset value of the <i>private fund</i> : \$ 15,822,865		
0			
<u>Ow</u>	<u>/nership</u>		
12.	Minimum investment commitment required of an investor in the private fund:		
	\$ 0 NOTE: Report the amount routinely required of investors who are not your <i>related persons</i> (even if different from the amount set forth in thorganizational documents of the fund).	е	
13.	Approximate number of the <i>private fund's</i> beneficial owners: 11		
14.	What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> : 93%		
15.	(a) What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds: 0%		
	(b) If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940, are sales of the fund limited to <i>qualified clients</i> ?	Yes O	No O
16.	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> :		

Custodian

Yes No

25. (a) Does the private fund use any custodians (including the prime brokers listed above) to hold some or all of its assets?

fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

No Information Filed

	Record(s) Filed.		
	res," respond to questions (b) through you must complete questions (b) throu	g) below for each custodian the <i>private ful</i> gh (g) separately for each custodian.	nd uses. If the μ
(b) Legal name of custodian: MERRILL LYNCH			
(c) Primary business name of custodi MERRILL LYNCH	ian:		
(d) The location of the custodian's of	fice responsible for <i>custody</i> of the <i>priv</i> a	ate fund's assets (city, state and country):	
City:	State:	Country:	
SAN FRANCISCO	California	United States	,
(e) Is the custodian a related person	of your firm?		`
(e) is the custodian a related person	or your min:		
(f) If the custodian is a broker-dealer	r, provide its SEC registration number	(if any):	
- CRD Number (if any):			
	ealer, or is a broker-dealer but does n	ot have an SEC registration number, provi	de its <i>legal entit</i>
identifier (if any) trator			
trator Does the <i>private fund</i> use an administra If the answer to question 26.(a) is "yes	s," respond to questions (b) through (f	below. If the <i>private fund</i> uses more than	one administra
trator Does the <i>private fund</i> use an administra	s," respond to questions (b) through (f	below. If the <i>private fund</i> uses more than	one administra
trator Does the <i>private fund</i> use an administra If the answer to question 26.(a) is "yes must complete questions (b) through (f Additional Administrator Information If the answer to question 26.(a) is "yes	respond to questions (b) through (f) separately for each administrator. 1: 1 Record(s) Filed.	(f) below. If the <i>private fund</i> uses more tha	
trator Does the <i>private fund</i> use an administra If the answer to question 26.(a) is "yes must complete questions (b) through (f Additional Administrator Information If the answer to question 26.(a) is "yes	es," respond to questions (b) through (f) separately for each administrator. 1: 1 Record(s) Filed. 1: respond to questions (b) through	(f) below. If the <i>private fund</i> uses more tha	
trator Does the private fund use an administra If the answer to question 26.(a) is "yes must complete questions (b) through (f Additional Administrator Information If the answer to question 26.(a) is "yes administrator, you must complete que (b) Name of administrator: STANDISH MANAGEMENT (c) Location of administrator (city, sta	es," respond to questions (b) through (f) separately for each administrator. 1: 1 Record(s) Filed. es," respond to questions (b) through estions (b) through (f) separately for e	(f) below. If the <i>private fund</i> uses more that ach administrator.	
trator Does the private fund use an administra If the answer to question 26.(a) is "yes must complete questions (b) through (f Additional Administrator Information If the answer to question 26.(a) is "yes administrator, you must complete question 26.(b) Name of administrator: STANDISH MANAGEMENT (c) Location of administrator (city, standing contents)	es," respond to questions (b) through (f) separately for each administrator. 1: 1 Record(s) Filed. es," respond to questions (b) through estions (b) through (f) separately for each administrator.	(f) below. If the <i>private fund</i> uses more that ach administrator. Country:	
trator Does the private fund use an administra If the answer to question 26.(a) is "yes must complete questions (b) through (f Additional Administrator Information If the answer to question 26.(a) is "yes administrator, you must complete que (b) Name of administrator: STANDISH MANAGEMENT (c) Location of administrator (city, sta	es," respond to questions (b) through (f) separately for each administrator. 1: 1 Record(s) Filed. 1: respond to questions (b) through estions (b) through (f) separately for each administrator.	(f) below. If the <i>private fund</i> uses more that ach administrator.	an one
trator Does the private fund use an administra If the answer to question 26.(a) is "yes must complete questions (b) through (f Additional Administrator Information If the answer to question 26.(a) is "yes administrator, you must complete question 26.(b) Name of administrator: STANDISH MANAGEMENT (c) Location of administrator (city, standing contents)	es," respond to questions (b) through (f) separately for each administrator. 1: 1 Record(s) Filed. es," respond to questions (b) through estions (b) through (f) separately for each administrator. a: 1 Record(s) Filed. es," respond to questions (b) through (f) separately for each administrator. State: California	(f) below. If the <i>private fund</i> uses more that ach administrator. Country:	
Does the <i>private fund</i> use an administra If the answer to question 26.(a) is "yes must complete questions (b) through (for additional Administrator Information If the answer to question 26.(a) is "yes administrator, you must complete question 26.(b) Name of administrator: STANDISH MANAGEMENT (c) Location of administrator (city, standard city: SAN FRANCISCO (d) Is the administrator a <i>related persent</i>	es," respond to questions (b) through (f) separately for each administrator. 1: 1 Record(s) Filed. es," respond to questions (b) through estions (b) through (f) separately for each administrator. a: 1 Record(s) Filed. es," respond to questions (b) through (f) separately for each administrator. State: California	(f) below. If the <i>private fund</i> uses more that ach administrator. Country: United States	an one Ye
Does the <i>private fund</i> use an administra If the answer to question 26.(a) is "yes must complete questions (b) through (f Additional Administrator Information If the answer to question 26.(a) is "yes administrator, you must complete question 26.(b) Name of administrator: STANDISH MANAGEMENT (c) Location of administrator (city, stancing SAN FRANCISCO (d) Is the administrator a <i>related person</i> (e) Does the administrator prepare a	ate and country): State: California son of your firm?	(f) below. If the <i>private fund</i> uses more that ach administrator. Country: United States	an one Ye

27. During your last fiscal year, what percentage of the *private fund's* assets (by value) was valued by a *person*, such as an administrator, that is not your *related person*?

0%

Include only those assets where (i) such *person* carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including

<u>Ma</u>	rkete	er <u>s</u>	Yes	No
28.	(a)	Does the private fund use the services of someone other than you or your employees for marketing purposes?	0	•
		You must answer "yes" whether the <i>person</i> acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor similar <i>person</i> . If the answer to question 28.(a) is "yes," respond to questions (b) through (g) below for each such marketer the <i>private i</i> uses. If the <i>private fund</i> uses more than one marketer you must complete questions (b) through (g) separately for each marketer.		
		No Information Filed		
A . P	RIVA	TE FUND		
<u>l nfc</u>	rmat	tion About the <i>Private Fund</i>		
1.	(a)	Name of the <i>private fund</i> :		
		GSR PRINCIPALS FUND VIII (AIV), L.P.		
	(b)	Private fund identification number:		
		(include the "805-" prefix also) 805-3091075951		
2.	Und	ler the laws of what state or country is the <i>private fund</i> organized:		
		State: Country: Delaware United States		
		Delaware United States		
3.	(a)	Name(s) of General Partner, Manager, Trustee, or Directors (or <i>persons</i> serving in a similar capacity):		
		me of General Partner, Manager, Trustee, or Director		
	GS	R PARTNERS VIII (AIV), LLC		
	(h)	If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.		
	(5)	No Information Filed		
		, a manual med		
4.	The	private fund (check all that apply; you must check at least one):		
		(1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940		
	V	(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940		
5.	List	the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.		
		No Information Filed		
			Yes	No
6.		Is this a "master fund" in a master-feeder arrangement?	\circ	\odot
	(b)	If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?		
		No Information Filed		
			Yes	No
	(c)	Is this a "feeder fund" in a master-feeder arrangement?	0	•
	(d)	If yes, what is the name and <i>private fund</i> identification number (if any) of the master fund in which this <i>private fund</i> invests? Name of <i>private fund</i> :		
		Private fund identification number:		
		(include the "805-" prefix also)		
		TE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7 the master-feeder arrangement or reporting on the funds separately.	.B.(1	1)

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of

allocations) was the valuation determined by such $\ensuremath{\textit{person}}.$

the feeder funds answer the following questions:

No Information F

	NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question is multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund	f it issue	
		Yes	No
8.	(a) Is this <i>private fund</i> a "fund of funds"?	0	\odot
	NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investm vehicles, regardless of whether they are also <i>private funds</i> or registered investment companies.	nent	
	(b) If yes, does the private fund invest in funds managed by you or by a related person?	0	0
		Yes	No
9.	During your last fiscal year, did the <i>private fund</i> invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?		•
10.	What type of fund is the <i>private fund</i> ?		
	C hedge fund C liquidity fund C private equity fund C real estate fund C securitized asset fund c venture capital fund C Other pr	rivate fur	nd:
	NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.		
11.	Current gross asset value of the <i>private fund</i> : \$ 27,577,074		
<u>Ow</u>	<u>ership</u>		
12.	Minimum investment commitment required of an investor in the <i>private fund</i> :		
	NOTE: Report the amount routinely required of investors who are not your <i>related persons</i> (even if different from the amount set forth in organizational documents of the fund).	the	
13.	Approximate number of the <i>private fund's</i> beneficial owners: 20		
14.	What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> : 100%		
15.	(a) What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds:		
	(b) If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940, are sales of the fund limited to <i>qualified clients</i> ?	Yes O	No
16.	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> : 31%		
You	Advisory Services		
17.	(a) Are you a subadviser to this <i>private fund</i> ?	Yes	No ⊙
	(b) If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the <i>private fund</i> . If the answer to question 17.(a) is "no," leave this question blank.	wer to	٠
	No Information Filed		
		Yes	No
18.	(a) Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the private fund?	0	•
	(b) If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>private fund</i> . If to question 18.(a) is "no," leave this question blank.	the answ	er
	No Information Filed		
		Yes	No
19.	Are your <i>clients</i> solicited to invest in the <i>private fund</i> ?	0	•

 \circ

	NO7	TE: For purposes of this question, do not consider feeder funds of the private fund.	
20.	App	proximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?	
<u>Pri</u>	vate	Offering	
21.	Has	the private fund ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?	Yes No
22.	If ye	es, provide the <i>private fund's</i> Form D file number (if any):	
		No Information Filed	
B. S	ERVI	CE PROVIDERS	
Aud	ditors	<u>s</u>	
			Yes No
23.		(1) Are the <i>private fund's</i> financial statements subject to an annual audit?	0 0
		(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?	0 0
		If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one audit you must complete questions (b) through (f) separately for each auditing firm.	ing firm,
		No Information Filed	
			Yes No
	(g)	Are the <i>private fund's</i> audited financial statements for the most recently completed fiscal year distributed to the <i>private fund's</i>	O O
		investors?	~ ~
	(h)	Do all of the reports prepared by the auditing firm for the private fund since your last annual updating amendment contain unqualified	opinions?
		O Yes O No O Report Not Yet Received	
		If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report	is available.
<u>Pri</u>	me B	<u>Broker</u>	
			Yes No
24.		Does the <i>private fund</i> use one or more prime brokers?	0 0
		If the answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each prime broker the <i>private fund</i> uses. If the fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.	the <i>private</i>
		No Information Filed	
<u>Cus</u>	stodia	<u>an</u>	
			Yes No
25.		Does the <i>private fund</i> use any custodians (including the prime brokers listed above) to hold some or all of its assets?	0 0
		If the answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the <i>private fund</i> uses. If the uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.	private tuna
		Additional Custodian Information : 1 Record(s) Filed.	
		If the answer to question 25.(a) is "yes," respond to questions (b) through g) below for each custodian the <i>private fund</i> uses. If th <i>fund</i> uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.	e <i>private</i>
		(b) Legal name of custodian: MERRILL LYNCH	
		(c) Primary business name of custodian: MERRILL LYNCH	
		(d) The location of the custodian's office responsible for <i>custody</i> of the <i>private fund's</i> assets (city, state and country):	
		City: State: Country:	

	SAN I RANCISCO	Camornia	United States	
(e)	Is the custodian a related person of you	ır firm?		Yes No
(f)	If the custodian is a broker-dealer, prov	vide its SEC registration number (if any):	
	- CRD Number (if any):			
(g)	If the custodian is not a broker-dealer, identifier (if any)	or is a broker-dealer but does no	ot have an SEC registration number, pro	ovide its <i>legal entity</i>
Administrator	<u>:</u>			
26. (a) Does	the <i>private fund</i> use an administrator ot	her than your firm?		Yes No
	answer to question 26.(a) is "yes," response complete questions (b) through (f) sepa		below. If the private fund uses more th	an one administrator, you
	tional Administrator Information : 1 R			
adr	he answer to question 26.(a) is "yes," reministrator, you must complete question. Name of administrator: STANDISH MANAGEMENT		•	than one
(6)	Location of administrator (city, state ar	and country):		
	City:	State:	Country:	
	SAN FRANCISCO	California	United States	Yes No
(d)	Is the administrator a related person of	your firm?		○ ⊙
(e)	Does the administrator prepare and se		•	ors)
(f)	If the answer to question 26.(e) is "no investors? If investor account statements			. ,
your <i>relat</i> 0% Include o relevant	our last fiscal year, what percentage of the sed person? Inly those assets where (i) such person of the second (ii) the valuation used for possible second (ii) the valuation determined by such the valuation determined by such the second (iii) the valuation determined by such that the valuation determined by	carried out the valuation procedur urposes of investor subscriptions,	re established for that asset, if any, inc	luding obtaining any
<u>Marketers</u>				Yes No
	the private fund use the services of som	,		o ⊚
simila	must answer "yes" whether the <i>person a</i> ar <i>person</i> . If the answer to question 28.(a lf the <i>private fund</i> uses more than one	a) is "yes," respond to questions	(b) through (g) below for each such ma	arketer the <i>private fund</i>
		No Information F	Filed	
A. PRIVATE FUI	 ND			

Ι.	(a) Name of the <i>private rund</i> : GSR VENTURES VII (AIV), L.P.		
	(b) Private fund identification number:		
	(include the "805-" prefix also)		
	805-5476230587		
2.	Under the laws of what state or country is the <i>private fund</i> organized:		
	State: Country: Delaware United States		
3.	(a) Name(s) of General Partner, Manager, Trustee, or Directors (or <i>persons</i> serving in a similar capacity):		_
	Name of General Partner, Manager, Trustee, or Director GSR PARTNERS VII (AIV), L.P.		
	GSR PARTNERS VII (AIV), L.P.		
	(b) If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.		
	No Information Filed		
4.	The private fund (check all that apply; you must check at least one):		
	(1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940		
	(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940		
5.	List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.		
0.	No Information Filed		
		Yes	No
6.	(a) Is this a "master fund" in a master-feeder arrangement?	0	•
	(b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?		
	No Information Filed		
	(c) Is this a "feeder fund" in a master-feeder arrangement?	Yes	
	(d) If yes, what is the name and <i>private fund</i> identification number (if any) of the master fund in which this <i>private fund</i> invests?	0	٠
	Name of <i>private fund</i> :		
	Private fund identification number: (include the "805-" prefix also)		
	(include the 600- prefix diso)		
	NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section for the master-feeder arrangement or reporting on the funds separately.	7.B.(1	1)
	for the master-record arrangement of reporting on the runus separatery.		
7.	If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for the feeder funds answer the following questions:	r each	ı of
	No Information Filed		
	NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all	of th	eir
	assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it		
	multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.	Voo	N L
8.	(a) Is this <i>private fund</i> a "fund of funds"?	Yes	iv.
٠	NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment		٠
	vehicles, regardless of whether they are also private funds or registered investment companies.		
	(b) If yes, does the <i>private fund</i> invest in funds managed by you or by a <i>related person</i> ?	0	С
		V	ъ.
9.	During your last fiscal year, did the <i>private fund</i> invest in securities issued by investment companies registered under the Investment	Yes	
,.	Company Act of 1040 (other than "maney market funds" to the extent provided in Instruction 6 e 12	0	(e)

10.	What type of fund is the private fund?		
	O hedge fund O liquidity fund O private equity fund O real estate fund O securitized asset fund o venture capital fund O Other private	ate fur	ıd:
	NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.		
11.	Current gross asset value of the <i>private fund</i> : \$ 404,546,737		
<u>Ow</u>	<u>nership</u>		
12.	Minimum investment commitment required of an investor in the <i>private fund</i> : \$ 0		
	NOTE: Report the amount routinely required of investors who are not your <i>related persons</i> (even if different from the amount set forth in the organizational documents of the fund).	е	
13.	Approximate number of the <i>private fund's</i> beneficial owners: 50		
14.	What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> : 1%		
15.	(a) What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds: 42%		
	(b) If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment	Yes	
	Company Act of 1940, are sales of the fund limited to <i>qualified clients</i> ?	O	0
16.	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> : 50%		
You	ur Advisory Services		
17.	(a) Are you a subadviser to this <i>private fund</i> ?	Yes	No •
.,,	(b) If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the <i>private fund</i>. If the answer question 17.(a) is "no," leave this question blank.	_	٠
	No Information Filed		
		Yes	No
18.	(a) Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the private fund?	0	•
	(b) If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>private fund</i> . If the to question 18.(a) is "no," leave this question blank.	answ	er
	No Information Filed		
		Yes	No
19.	Are your <i>clients</i> solicited to invest in the <i>private fund</i> ?	0	•
	NOTE: For purposes of this question, do not consider feeder funds of the private fund.		
20.	Approximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ? 0%		
<u>Priv</u>	vate Offering		N I-
21.	Has the private fund ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?	Yes ©	O
22.	If yes, provide the <i>private fund's</i> Form D file number (if any):		
	Form D file number		
	021-351922		
B. SI	ERVICE PROVIDERS		

(1) Are the <i>private fund's</i> financial stater	ments subject to an annual audit?		Ye	es l
(2) If the answer to question 23.(a)(1) i	is "yes," are the financial statements pr	repared in accordance with U.S. GAAP?	•	_
If the answer to question 23.(a)(1) is "yyou must complete questions (b) throug		(h) below. If the private fund uses more than one audi	iting fir	m,
Additional Auditor Information : 1 Rec	cord(s) Filed.			
The state of the s	"yes," respond to questions (b) throug through (f) separately for each auditin	gh (h) below. If the <i>private fund</i> uses more than one and a graph of the state of	uditing	
(b) Name of the auditing firm: ERNST & YOUNG LLP				
	office responsible for the private fund's	, , , , , , , , , , , , , , , , , , ,		
City: SAN FRANCISCO	State: California	Country: United States		
			Yes	N
(d) Is the auditing firm an independent	nt public accountant?		⊙	С
(e) Is the auditing firm registered wit	th the Public Company Accounting Over	sight Board?	•	С
If yes Public Company Accounting	g Oversight Board-Assigned Number:			
42	g Oversight Board-Assigned Number.			
(f) If "yes" to (e) above, is the auditi accordance with its rules?	ng firm subject to regular inspection by	y the Public Company Accounting Oversight Board in	•	C
			Υe)S
Are the private fund's audited financial s investors?	tatements for the most recently comple	eted fiscal year distributed to the <i>private fund's</i>	•)
Do all of the reports prepared by the aud	diting firm for the private fund since you	ur last <i>annual updating amendment</i> contain unqualified	opinio	nsʻ
C Yes C No G Report Not Yet Receive	ed			
If you check "Report Not Yet Received," y	ou must promptly file an amendment to	your Form ADV to update your response when the report	t is avai	ilab
<u>Broker</u>				
Does the <i>private fund</i> use one or more p	orime brokers?		_	es
If the answer to question 24.(a) is "yes,	," respond to questions (b) through (e)) below for each prime broker the <i>private fund</i> uses. If ugh (e) separately for each prime broker.	the <i>pri</i>	
	No Information F	Filed		
<u>lian</u>				
			Ye)S
Does the <i>private fund</i> use any custodian. If the answer to question 25.(a) is "yes, uses more than one custodian, you must	," respond to questions (b) through (g)	below for each custodian the <i>private fund</i> uses. If the	e private	
Additional Custodian Information : 1	Record(s) Filed.			
, , , , ,	es," respond to questions (b) through (vou must complete questions (b) throug	g) below for each custodian the <i>private fund</i> uses. If thigh (g) separately for each custodian.	ne <i>priva</i>	nte
(b) Legal name of custodian: MERRILL LYNCH				
(c) Drimony business near of and "	ioni			
(c) Primary business name of custodi MERRILL LYNCH	ан:			

	(d) The	location of the custodian's of	ffice responsible for <i>custody</i> of the <i>priva</i>	ate fund's assets (city, state and country):	
	City	: FRANCISCO	State: California	Country: United States	
	JAN	TIMNOISOO	Calliultila	onited States	Yes No
	(e) Is t	ne custodian a <i>related person</i>	of your firm?		0 0
	(f) If th	ne custodian is a broker-deale	er, provide its SEC registration number	(if any):	
	- CDF	Number (if any):			
	OKL	Number (ii arry).			
		ne custodian is not a broker-c	dealer, or is a broker-dealer but does no	ot have an SEC registration number, provi	de its <i>legal entity</i>
<u>Admini</u>	<u>istrator</u>				
					Yes No
26. (a)		private fund use an administra	· ·	below. If the <i>private fund</i> uses more than	one administrator, you
			f) separately for each administrator.	below. If the <i>private fund</i> uses more than	one auministrator, you
	Additiona	al Administrator Information	n : 1 Record(s) Filed.		
			res," respond to questions (b) through estions (b) through (f) separately for ea	(f) below. If the <i>private fund</i> uses more the ach administrator.	an one
		ne of administrator: NDISH MANAGEMENT			
	(c) Loca	ation of administrator (city, st	tate and country):		
	City	: FRANCISCO	State: California	Country: United States	
	JAN	TRANCISCO	Gamornia	Office States	Yes No
	(d) Is t	ne administrator a <i>related per</i>	rson of your firm?		○ ⊙
		·	and send investor account statements O Some (provided to some but not all	to the <i>private fund's</i> investors? investors) O No (provided to no investors)
		•		stor account statements to the (rest of the ne) private fund's investors, respond "not a	• •
	ur <i>related pe</i>	· · · · · ·	ge of the <i>private fund's</i> assets (by value	e) was valued by a <i>person</i> , such as an adm	iinistrator, that is not
rel	evant quote	•	d for purposes of investor subscriptions	re established for that asset, if any, includ , redemptions or distributions, and fee cald	
<u>Market</u>	<u>ters</u>				Yes No
28. (a)	Does the	private fund use the services	of someone other than you or your <i>em</i>	ployees for marketing purposes?	0 @
	similar <i>pei</i>	rson. If the answer to question	n 28.(a) is "yes," respond to questions	Itant, finder, introducer, municipal advisor (b) through (g) below for each such mark estions (b) through (g) separately for each	or other solicitor, or eter the <i>private fund</i>
			No Information	Filed	

Info	Information About the Private Fund	
1.		
	GSR VENTURES VIII (AIV), L.P.	
	(b) <i>Private fund</i> identification number: (include the "805-" prefix also)	
	805-2098938092	
	003-2070730072	
2.		
	State: Country: Delaware United States	
3.	3. (a) Name(s) of General Partner, Manager, Trustee, or Directors (or <i>persons</i> serving in a similar capacity): Name of General Partner, Manager, Trustee, or Director	
	GSR PARTNERS VIII (AIV), L.P.	
	(b) If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or ma	anage(s) this <i>private fund</i> .
	No Information Filed	
4	4. The private fund (check all that apply), you must shock at least one);	
4.	 4. The private fund (check all that apply; you must check at least one): □ (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Ir 	ovestment Company Act of 1940
	 ✓ (1) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Ir ✓ (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Ir 	
5.	5. List the name and country, in English, of each foreign financial regulatory authority with which the private full	and is registered.
	No Information Filed	
		Yes No
6.	v,	○ ●
	(b) If yes, what is the name and <i>private fund</i> identification number (if any) of the feeder funds investing in	this <i>private fund</i> ?
	No Information Filed	
		Yes No
	(c) Is this a "feeder fund" in a master-feeder arrangement?	○ ⊙
	(d) If yes, what is the name and private fund identification number (if any) of the master fund in which this	s <i>private fund</i> invests?
	Name of private fund:	
	Private fund identification number:	
	(include the "805-" prefix also)	
	NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are to for the master-feeder arrangement or reporting on the funds separately.	filing a single Schedule D, Section 7.B.(1)
7.	7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the institute feeder funds answer the following questions:	ructions to this Section 7.B.(1), for each of
	the recael rainas answer the reliewing questions.	
	No Information Filed	
	NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder fu	· · · · · · · · · · · · · · · · · · ·
	assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its	·
	· · · · · · · · · · · · · · · · · · ·	Yes No
8.	8. (a) Is this <i>private fund</i> a "fund of funds"?	○ ●
	NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total	assets in other pooled investment
	vehicles, regardless of whether they are also <i>private funds</i> or registered investment companies.	_
	(b) If yes, does the private fund invest in funds managed by you or by a related person?	0.0

		Yes	No
9.	During your last fiscal year, did the <i>private fund</i> invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?	0	•
10.	What type of fund is the <i>private fund</i> ?		
	O hedge fund O liquidity fund O private equity fund O real estate fund O securitized asset fund O venture capital fund O Other private	ate fun	d:
	NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.		
11.	Current gross asset value of the <i>private fund</i> : \$ 300,745,230		
<u>Ow</u>	nershi <u>p</u>		
12.	Minimum investment commitment required of an investor in the <i>private fund</i> : \$ 0		
	NOTE: Report the amount routinely required of investors who are not your <i>related persons</i> (even if different from the amount set forth in the organizational documents of the fund).	ie	
13.	Approximate number of the <i>private fund's</i> beneficial owners: 51		
14.	What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> : 1%		
15.	(a) What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds: 38%	.,	
	(b) If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940, are sales of the fund limited to <i>qualified clients</i> ?	Yes	No O
16.	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> : 60%		
<u> Υοι</u>	ur Advisory Services		
		Yes	No
17.	(a) Are you a subadviser to this <i>private fund</i> ?	0	⊙
	(b) If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the <i>private fund</i> . If the answer question 17.(a) is "no," leave this question blank.	r to	
	No Information Filed		
		Yes	No
18.	(a) Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the private fund?	0	⊙
	(b) If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>private fund</i> . If the to question 18.(a) is "no," leave this question blank.	e answ	er
	No Information Filed		
		Yes	No
19.	Are your <i>clients</i> solicited to invest in the <i>private fund</i> ?	0	\odot
	NOTE: For purposes of this question, do not consider feeder funds of the private fund.		
20.	Approximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ? 0%		
<u>Priv</u>	vate Offering		
21.	Has the <i>private fund</i> ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?	Yes ©	No O
22.	If yes, provide the <i>private fund's</i> Form D file number (if any):		
	Form D file number 021-419758		

B. SERVI	VICE PROVIDERS		
Auditors	o <u>rs</u>	v	es No
23. (a)) (1) Are the <i>private fund's</i> financial statements subject to an annual audit?		es 140
	(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?	(• •
	If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than you must complete questions (b) through (f) separately for each auditing firm.	one auditing fir	m,
	Additional Auditor Information : 1 Record(s) Filed.		
	If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more that firm, you must complete questions (b) through (f) separately for each auditing firm.	n one auditing	
	(b) Name of the auditing firm: ERNST & YOUNG LLP		
	(c) The location of the auditing firm's office responsible for the <i>private fund's</i> audit (city, state and country):		
	City: State: Country: SAN FRANCISCO California United States		
	SANTRANCISCO Camorna Office States	Yes	. No
	(d) Is the auditing firm an independent public accountant?	•	0
	(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?	•	0
	If yes, Public Company Accounting Oversight Board-Assigned Number: 42		
	(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Bo accordance with its rules?	ard in 👩	0
) Are the <i>private fund's</i> audited financial statements for the most recently completed fiscal year distributed to the <i>private fund's</i> investors?		es No
(h)) Do all of the reports prepared by the auditing firm for the private fund since your last annual updating amendment contain und	qualified opinic	ns?
	O Yes O No O Report Not Yet Received		
	If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when to	he report is ava	ilable.
Prime B	<u>Broker</u>	Y	es No
24. (a)) Does the <i>private fund</i> use one or more prime brokers?		0 0
	If the answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each prime broker the <i>private fund</i> fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.	uses. If the <i>pri</i>	ivate
	No Information Filed		
Custodia	<u>dian</u>	Y	es No
25. (a)) Does the private fund use any custodians (including the prime brokers listed above) to hold some or all of its assets?		9 0
	If the answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the <i>private fund</i> uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.	s. If the <i>privat</i>	e fund
	Additional Custodian Information : 1 Record(s) Filed.		
	If the answer to question 25.(a) is "yes," respond to questions (b) through g) below for each custodian the <i>private fund</i> uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.	ses. If the <i>priva</i>	ate
	(b) Legal name of custodian: MERRILL LYNCH		

	(c)	Primary business name of custodia MERRILL LYNCH	n:		
	(d)	The location of the custodian's officity: SAN FRANCISCO	ce responsible for <i>custody</i> of the State: California	private fund's assets (city, state and country): Country: United States	
	(e)	Is the custodian a related person o	f your firm?		Yes No
	(f)	If the custodian is a broker-dealer,	provide its SEC registration num	ber (if any):	
		CRD Number (if any):			
	(g)	If the custodian is not a broker-de identifier (if any)	aler, or is a broker-dealer but do	es not have an SEC registration number, provide its	s legal entity
<u>Admini</u>	<u>istrato</u>	<u>r</u>			Voc. No
26. (a)) Does	the <i>private fund</i> use an administrate	or other than your firm?		Yes No ⊙ C
. ,	If the	·	respond to questions (b) through	th (f) below. If the <i>private fund</i> uses more than one r.	
	Addi	itional Administrator Information :	1 Record(s) Filed.		
	adr	the answer to question 26.(a) is "yestion 26.(a) is "yestion in the state of administrator: STANDISH MANAGEMENT		ugh (f) below. If the <i>private fund</i> uses more than or for each administrator.	ne
	(c)	Location of administrator (city, star	•	Country	
		City: SAN FRANCISCO	State: California	Country: United States	
					Yes No
	(d)	Is the administrator a related person	on of your firm?		0 0
	(e)	Does the administrator prepare are Yes (provided to all investors)		ents to the <i>private fund's</i> investors? It all investors) No (provided to no investors)	
	(f)	•		investor account statements to the (rest of the) <i>pri</i> or of the) <i>private fund's</i> investors, respond "not applicate"	
yo 0% Ind rel	ur <i>relat</i> 6 clude o levant	only those assets where (i) such per	son carried out the valuation pro for purposes of investor subscrip	value) was valued by a <i>person</i> , such as an administr cedure established for that asset, if any, including o tions, redemptions or distributions, and fee calculati	obtaining any
<u>Market</u>	<u>ters</u>				Yes No
28. (a)) Does	the private fund use the services of	someone other than you or you	r employees for marketing purposes?	0 6
	simila	ar person. If the answer to question	28.(a) is "yes," respond to quest	onsultant, finder, introducer, municipal advisor or ot ions (b) through (g) below for each such marketer questions (b) through (g) separately for each mark	the <i>private fund</i>

Funds per Page: 15 Total Funds: 5	
SECTION 7.B.(2) <i>Private Fund</i> Reporting	
No Information Filed	
tem 10 Control Persons	
In this Item, we ask you to identify every <i>person</i> that, directly or indirectly, controls you. If you are filing an umbrella registration, the inf should be provided for the filing adviser only.	ormation in Item 10
If you are submitting an initial application or report, you must complete Schedule A and Schedule B. Schedule A asks for information all and executive officers. Schedule B asks for information about your indirect owners. If this is an amendment and you are updating information or either Schedule A or Schedule B (or both) that you filed with your initial application or report, you must complete Schedule C.	rmation you reported
A. Does any <i>person</i> not named in Item 1.A. or Schedules A, B, or C, directly or indirectly, <i>control</i> your management or policies?	Yes No ○ •
If yes, complete Section 10.A. of Schedule D.	
B. If any <i>person</i> named in Schedules A, B, or C or in Section 10.A. of Schedule D is a public reporting company under Sections 12 or 1 Exchange Act of 1934, please complete Section 10.B. of Schedule D.	5(d) of the Securities
SECTION 10.A. Control Persons	
No Information Filed	
SECTION 10.B. <i>Control Person</i> Public Reporting Companies	
No Information Filed	
tem 11 Disclosure Information	
In this Item, we ask for information about your disciplinary history and the disciplinary history of all your advisory affiliates. We use this determine whether to grant your application for registration, to decide whether to revoke your registration or to place limitations on your investment adviser, and to identify potential problem areas to focus on during our on-site examinations. One event may result in "yes one of the questions below. In accordance with General Instruction 5 to Form ADV, "you" and "your" include the filing adviser and all resumbrella registration.	our activities as an " answers to more than
Your advisory affiliates are: (1) all of your current employees (other than employees performing only clerical, administrative, support or si of your officers, partners, or directors (or any person performing similar functions); and (3) all persons directly or indirectly controlling you are a "separately identifiable department or division" (SID) of a bank, see the Glossary of Terms to determine who your advisory	ou or controlled by you.
If you are registered or registering with the SEC or if you are an exempt reporting adviser, you may limit your disclosure of any event listed if following the date of the event. If you are registered or registering with a state, you must respond to the questions as posed; you may, there disclosure to ten years following the date of an event only in responding to Items 11.A.(1), 11.A.(2), 11.B.(1), 11.B.(2), 11.D.(4), and 11.H. (acalculating this ten-year period, the date of an event is the date the final order, judgment, or decree was entered, or the date any rights of appropriate orders, judgments, or decrees lapsed.	efore, limit your (1)(a). For purposes of
You must complete the appropriate Disclosure Reporting Page ("DRP") for "yes" answers to the questions in this Item 11.	
Do any of the events below involve you or any of your supervised persons?	Yes No
For "yes" answers to the following questions, complete a Criminal Action DRP:	
A. In the past ten years, have you or any advisory affiliate:	Yes No
(1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign, or military court to any felony?	0 0
(2) been <i>charged</i> with any <i>felony</i> ?	0 0
If you are registered or registering with the SEC, or if you are reporting as an exempt reporting adviser, you may limit your response to charges that are currently pending.	Item 11.A.(2) to

B.	In the past ten years, have you or any advisory affiliate:		
	(1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign, or military court to a <i>misdemeanor</i> involving: investments or an <i>investment-related</i> business, or any fraud, false statements, or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses?	0	•
	(2) been charged with a misdemeanor listed in Item 11.B.(1)?	0	\odot
	If you are registered or registering with the SEC, or if you are reporting as an exempt reporting adviser, you may limit your response to Item 11.B.(2) charges that are currently pending.	to	
For	"yes" answers to the following questions, complete a Regulatory Action DRP:		
C.	Has the SEC or the Commodity Futures Trading Commission (CFTC) ever:	Yes	No
	(1) found you or any advisory affiliate to have made a false statement or omission?	0	•
	(2) found you or any advisory affiliate to have been involved in a violation of SEC or CFTC regulations or statutes?	0	•
	(3) found you or any advisory affiliate to have been a cause of an investment-related business having its authorization to do business denied, suspended, revoked, or restricted?	0	•
	(4) entered an order against you or any advisory affiliate in connection with investment-related activity?	0	\odot
	(5) imposed a civil money penalty on you or any advisory affiliate, or ordered you or any advisory affiliate to cease and desist from any activity?	0	⊙
D.	Has any other federal regulatory agency, any state regulatory agency, or any foreign financial regulatory authority:		
	(1) ever found you or any advisory affiliate to have made a false statement or omission, or been dishonest, unfair, or unethical?	0	•
	(2) ever found you or any advisory affiliate to have been involved in a violation of investment-related regulations or statutes?	0	•
	(3) ever found you or any advisory affiliate to have been a cause of an investment-related business having its authorization to do business denied, suspended, revoked, or restricted?	0	•
	(4) in the past ten years, entered an order against you or any advisory affiliate in connection with an investment-related activity?	0	\odot
	(5) ever denied, suspended, or revoked your or any advisory affiliate's registration or license, or otherwise prevented you or any advisory affiliate, by order, from associating with an investment-related business or restricted your or any advisory affiliate's activity?	0	•
E.	Has any self-regulatory organization or commodities exchange ever:		
	(1) found you or any advisory affiliate to have made a false statement or omission?	\circ	\odot
	(2) found you or any advisory affiliate to have been involved in a violation of its rules (other than a violation designated as a "minor rule violation" under a plan approved by the SEC)?	0	⊙
	(3) found you or any advisory affiliate to have been the cause of an investment-related business having its authorization to do business denied, suspended, revoked, or restricted?	0	⊙
	(4) disciplined you or any advisory affiliate by expelling or suspending you or the advisory affiliate from membership, barring or suspending you or the advisory affiliate from association with other members, or otherwise restricting your or the advisory affiliate's activities?	0	•
F.	Has an authorization to act as an attorney, accountant, or federal contractor granted to you or any advisory affiliate ever been revoked or suspended?	0	•
G.	Are you or any <i>advisory affiliate</i> now the subject of any regulatory <i>proceeding</i> that could result in a "yes" answer to any part of Item 11.C., 11.D., or 11.E.?	0	0
For	"yes" answers to the following questions, complete a Civil Judicial Action DRP:		
	(1) Has any domestic or foreign court:	Yes	No
	(a) in the past ten years, enjoined you or any advisory affiliate in connection with any investment-related activity?	0	•
	(b) ever found that you or any advisory affiliate were involved in a violation of investment-related statutes or regulations?	0	•
	(c) ever dismissed, pursuant to a settlement agreement, an investment-related civil action brought against you or any advisory affiliate by a state or foreign financial regulatory authority?	0	•
	(2) Are you or any advisory affiliate now the subject of any civil proceeding that could result in a "yes" answer to any part of Item 11.H.(1)?	0	•
Sch	edule A		

Direct Owners and Executive Officers

- 1. Complete Schedule A only if you are submitting an initial application or report. Schedule A asks for information about your direct owners and executive officers. Use Schedule C to amend this information.
- 2. Direct Owners and Executive Officers. List below the names of:
 - (a) each Chief Executive Officer, Chief Financial Officer, Chief Operations Officer, Chief Legal Officer, Chief Compliance Officer is required if you are registered or applying for registration and cannot be more than one individual), director, and any other individuals with similar status or functions;
 - (b) if you are organized as a corporation, each shareholder that is a direct owner of 5% or more of a class of your voting securities, unless you are a public reporting company (a company subject to Section 12 or 15(d) of the Exchange Act); Direct owners include any person that owns, beneficially owns, has the right to vote, or has the power to sell or direct the sale of, 5% or more of a

- class of your voting securities. For purposes of this Schedule, a *person* beneficially owns any securities: (i) owned by his/her child, stepchild, grandchild, parent, stepparent, grandparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law, sharing the same residence; or (ii) that he/she has the right to acquire, within 60 days, through the exercise of any option, warrant, or right to purchase the security.
- (c) if you are organized as a partnership, <u>all</u> general partners and those limited and special partners that have the right to receive upon dissolution, or have contributed, 5% or more of your capital;
- (d) in the case of a trust that directly owns 5% or more of a class of your voting securities, or that has the right to receive upon dissolution, or has contributed, 5% or more of your capital, the trust and each trustee; and
- (e) if you are organized as a limited liability company ("LLC"), (i) those members that have the right to receive upon dissolution, or have contributed, 5% or more of your capital, and (ii) if managed by elected managers, all elected managers.
- 4. In the DE/FE/I column below, enter "DE" if the owner is a domestic entity, "FE" if the owner is an entity incorporated or domiciled in a foreign country, or "I" if the owner or executive officer is an individual.
- 5. Complete the Title or Status column by entering board/management titles; status as partner, trustee, sole proprietor, elected manager, shareholder, or member; and for shareholders or members, the class of securities owned (if more than one is issued).
- 6. Ownership codes are: NA less than 5% B 10% but less than 25% D 50% but less than 75%
 - A 5% but less than 10% C 25% but less than 50% E 75% or more
- 7. (a) In the *Control Person* column, enter "Yes" if the *person* has *control* as defined in the Glossary of Terms to Form ADV, and enter "No" if the *person* does not have *control*. Note that under this definition, most executive officers and all 25% owners, general partners, elected managers, and trustees are *control persons*.
 - (b) In the PR column, enter "PR" if the owner is a public reporting company under Sections 12 or 15(d) of the Exchange Act.
 - (c) Complete each column

(b) Complete cash column									
FULL LEGAL NAME (Individuals: Last	DE/FE/I	Title or Status	Date Title or Status	Ownership Control P		PR	PR CRD No. If None: S.S. No. and Date of		
Name, First Name, Middle Name)			Acquired MM/YYYY	Code	Person		Birth, IRS Tax No. or Employer ID No.		
GOLDEN SAND RIVER (DIGITAL), LTD.	FE	SHAREHOLDER	03/2020	E	Υ	N	288032		

Schedule B

Indirect Owners

- 1. Complete Schedule B only if you are submitting an initial application or report. Schedule B asks for information about your indirect owners; you must first complete Schedule A, which asks for information about your direct owners. Use Schedule C to amend this information.
- 2. Indirect Owners. With respect to each owner listed on Schedule A (except individual owners), list below:
 - (a) in the case of an owner that is a corporation, each of its shareholders that beneficially owns, has the right to vote, or has the power to sell or direct the sale of, 25% or more of a class of a voting security of that corporation;
 - For purposes of this Schedule, a *person* beneficially owns any securities: (i) owned by his/her child, stepchild, grandchild, parent, stepparent, grandparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law, sharing the same residence; or (ii) that he/she has the right to acquire, within 60 days, through the exercise of any option, warrant, or right to purchase the security.
 - (b) in the case of an owner that is a partnership, <u>all</u> general partners and those limited and special partners that have the right to receive upon dissolution, or have contributed, 25% or more of the partnership's capital;
 - (c) in the case of an owner that is a trust, the trust and each trustee; and
 - (d) in the case of an owner that is a limited liability company ("LLC"), (i) those members that have the right to receive upon dissolution, or have contributed, 25% or more of the LLC's capital, and (ii) if managed by elected managers, all elected managers.
- 3. Continue up the chain of ownership listing all 25% owners at each level. Once a public reporting company (a company subject to Sections 12 or 15(d) of the Exchange Act) is reached, no further ownership information need be given.
- 4. In the DE/FE/I column below, enter "DE" if the owner is a domestic entity, "FE" if the owner is an entity incorporated or domiciled in a foreign country, or "I" if the owner is an individual.
- 5. Complete the Status column by entering the owner's status as partner, trustee, elected manager, shareholder, or member; and for shareholders or members, the class of securities owned (if more than one is issued).
- 6. Ownership codes are: C 25% but less than 50% E 75% or more
 - D 50% but less than 75% $\,$ F Other (general partner, trustee, or elected manager)
- 7. (a) In the *Control Person* column, enter "Yes" if the *person* has *control* as defined in the Glossary of Terms to Form ADV, and enter "No" if the *person* does not have *control*. Note that under this definition, most executive officers and all 25% owners, general partners, elected managers, and trustees are *control persons*.
 - (b) In the PR column, enter "PR" if the owner is a public reporting company under Sections 12 or 15(d) of the Exchange Act.
 - (c) Complete each column.

FULL LEGAL NAME (Individuals: Last	DE/FE/I	Entity in Which	Status	Date Status	Ownership	Control	PR	CRD No. If None: S.S. No. and
Name, First Name, Middle Name)		Interest is Owned		Acquired	Code	Person		Date of Birth, IRS Tax No. or
				MM/YYYY				Employer I D No.
LIM, RICHARD	I	GOLDEN SAND	SHAREHOLDER	11/2015	С	Υ	N	6769188
		RIVER (DIGITAL),						
		LTD.						
ding, jian	I	GOLDEN SAND	SHAREHOLDER	11/2015	С	Υ	N	6769237
		RIVER (DIGITAL),						
		LTD.						
ZHU, XIAO HU	I	GOLDEN SAND	SHAREHOLDER	11/2015	С	Υ	N	6769391
		RIVER (DIGITAL),						
		LTD.						

Schedule D - Miscellaneous

You may use the space below to explain a response to an Item or to provide any other information.

The gross asset value of GSR Ventures VII (AIV), L.P. listed in Schedule D, Section 7.B.(1) may include uncalled capital commitments that may be called by certain other GSR Ventures entities.

DRP Pages

CRIMINAL DISCLOSURE REPORTING PAGE (ADV)

No Information Filed

REGULATORY ACTION DISCLOSURE REPORTING PAGE (ADV)

No Information Filed

CIVIL JUDICIAL ACTION DISCLOSURE REPORTING PAGE (ADV)

No Information Filed

Execution Pages

DOMESTIC INVESTMENT ADVISER EXECUTION PAGE

You must complete the following Execution Page to Form ADV. This execution page must be signed and attached to your initial submission of Form ADV to the SEC and all amendments.

Appointment of Agent for Service of Process

By signing this Form ADV Execution Page, you, the undersigned adviser, irrevocably appoint the Secretary of State or other legally designated officer, of the state in which you maintain your principal office and place of business and any other state in which you are submitting a notice filing, as your agents to receive service, and agree that such persons may accept service on your behalf, of any notice, subpoena, summons, order instituting proceedings, demand for arbitration, or other process or papers, and you further agree that such service may be made by registered or certified mail, in any federal or state action, administrative proceeding or arbitration brought against you in any place subject to the jurisdiction of the United States, if the action, proceeding, or arbitration (a) arises out of any activity in connection with your investment advisory business that is subject to the jurisdiction of the United States, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these acts, or (ii) the laws of the state in which you maintain your principal office and place of business or of any state in which you are submitting a notice filing.

Signature

I, the undersigned, sign this Form ADV on behalf of, and with the authority of, the investment adviser. The investment adviser and I both certify, under penalty of perjury under the laws of the United States of America, that the information and statements made in this ADV, including exhibits and any other information submitted, are true and correct, and that I am signing this Form ADV Execution Page as a free and voluntary act.

I certify that the adviser's books and records will be preserved and available for inspection as required by law. Finally, I authorize any person having custody or possession of these books and records to make them available to federal and state regulatory representatives.

Signature:

RYANN YAP

Printed Name:

RYANN YAP

Adviser CRD Number:

308889

Date: MM/DD/YYYY 03/29/2023

Title:

CHIEF FINANCIAL OFFICER

NON-RESIDENT INVESTMENT ADVISER EXECUTION PAGE

You must complete the following Execution Page to Form ADV. This execution page must be signed and attached to your initial submission of Form ADV to the SEC and all amendments.

1. Appointment of Agent for Service of Process

By signing this Form ADV Execution Page, you, the undersigned adviser, irrevocably appoint each of the Secretary of the SEC, and the Secretary of State or other legally designated officer, of any other state in which you are submitting a notice filing, as your agents to receive service, and agree that such persons may accept service on your behalf, of any notice, subpoena, summons, order instituting proceedings, demand for arbitration, or other process or

papers, and you further agree that such service may be made by registered or certified mail, in any federal or state action, administrative *proceeding* or arbitration brought against you in any place subject to the jurisdiction of the United States, if the action, *proceeding* or arbitration (a) arises out of any activity in connection with your investment advisory business that is subject to the jurisdiction of the United States, and (b) is *founded*, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these acts, or (ii) the laws of any state in which you are submitting a *notice filing*.

2. Appointment and Consent: Effect on Partnerships

If you are organized as a partnership, this irrevocable power of attorney and consent to service of process will continue in effect if any partner withdraws from or is admitted to the partnership, provided that the admission or withdrawal does not create a new partnership. If the partnership dissolves, this irrevocable power of attorney and consent shall be in effect for any action brought against you or any of your former partners.

3. Non-Resident Investment Adviser Undertaking Regarding Books and Records

By signing this Form ADV, you also agree to provide, at your own expense, to the U.S. Securities and Exchange Commission at its principal office in Washington D.C., at any Regional or District Office of the Commission, or at any one of its offices in the United States, as specified by the Commission, correct, current, and complete copies of any or all records that you are required to maintain under Rule 204-2 under the Investment Advisers Act of 1940. This undertaking shall be binding upon you, your heirs, successors and assigns, and any *person* subject to your written irrevocable consents or powers of attorney or any of your general partners and *managing agents*.

Signature

I, the undersigned, sign this Form ADV on behalf of, and with the authority of, the *non-resident* investment adviser. The investment adviser and I both certify, under penalty of perjury under the laws of the United States of America, that the information and statements made in this ADV, including exhibits and any other information submitted, are true and correct, and that I am signing this Form ADV Execution Page as a free and voluntary act.

I certify that the adviser's books and records will be preserved and available for inspection as required by law. Finally, I authorize any *person* having *custody* or possession of these books and records to make them available to federal and state regulatory representatives.

Signature:	Date: MM/DD/YYYY
Printed Name:	Title:

Adviser CRD Number:

308889